



December 22, 2004

By E-Mail and Overnight Mail

Mary L. Cottrell, Secretary
Massachusetts Department of Telecommunications and Energy
One South Station
Boston, MA 02110

Re: Application of Fitchburg Gas and Electric Light Company,
Pursuant to G.L. c. 164, App. §§ 2-1 through 2-10, and 220
C.M.R. §§ 7.00 et seq., for Approval of its Proposed
Operating Budget and Monthly Surcharge for the
Residential Energy Conservation Service Programs for
the Period January 1, 2005 through December 31, 2005.

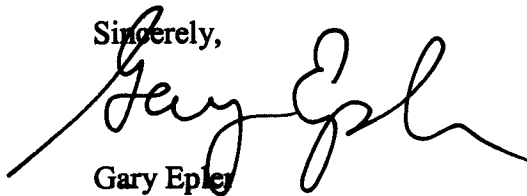
D.T.E. 04-102

Dear Secretary Cottrell:

Enclosed for filing please find the original and nine (9) copies of an Offer of Settlement and a Joint Motion for Approval of Settlement between Fitchburg Gas and Electric Light Company ("FG&E") and the Massachusetts Division of Energy Resources ("DOER") in the above captioned proceeding. Please note that a facsimile copy of the signature of DOER Deputy General Counsel Steven I. Venezia is attached to both the Offer of Settlement and Joint Motion.

Thank you for your attention to this matter.

Sincerely,



Gary Epler
Senior Regulatory Counsel

Gary Epler
Senior Regulatory Counsel

6 Liberty Lane West
Hampton, NH 03842-1720

Phone: 603-773-6440
Fax: 603-773-6640
Email: epler@unitil.com

Enclosure

cc: Steven I. Venezia, Deputy General Counsel, DOER
Joseph Rogers, Assistant Attorney General